

B Y L A W S

FAYETTE COUNTY BAR ASSOCIATION, INC.

1. **Name.** The name of this Corporation shall be "FAYETTE COUNTY BAR ASSOCIATION, INC." ("Corporation").
2. **Organization.** On December 29, 2005 articles of incorporation were filed with the Secretary of State pursuant to the provisions of the Georgia Nonprofit Corporation Code. The effective date for incorporation was January 1, 2006. The Corporation is the successor to the Fayette County Bar Association, an unincorporated association of attorneys.
3. **Purposes.**
 - (a) The purposes of this Corporation shall be to:
 - (1) encourage and promote cordial relationships among lawyers by contact, association and communication;
 - (2) foster among the members of the Bar the principles of duty and service to the public;
 - (3) improve the administration of justice; to advance the concept of law; and
 - (4) promote and improve efficiency and competency in the practice of law.
 - (b) No part of the earnings of this Corporation shall inure to the direct personal benefit of any member.
4. **Membership.**
 - (a) **Qualifications.** Beginning on January 1, 2006, to be eligible for membership, a person must be a member in good standing of the State Bar of Georgia and must either reside or maintain an office in Fayette County. However, an attorney who practices in the county without residing or maintaining an office therein may apply to the Corporation for status as a non-voting associate member.
 - (b) **Application.** Membership shall be by application submitted to and approved by the membership.
 - (c) **Termination of Membership.** Any member may resign at any time by submitting his resignation to the Secretary. A member may be expelled

from membership by a majority vote of the members. A member who resigns or is expelled shall have no further rights or interest in this Corporation.

5. Voting Rights of Members. Each member in good standing, other than an associate member, shall be entitled to one (1) vote on any questions submitted to the membership for decision or vote. All voting by members must be done in person and not by proxy.

6. Meeting of Members

(a) **Monthly Meeting of Members.** Unless otherwise decided by a vote of the members, the Corporation shall hold monthly meetings in Fayette County, Georgia, on the first Thursday in each month that is not a holiday, at 12:00 o'clock noon.

(b) **Special Meetings of Members.** Special meetings of members may be held at any time and place upon ten (10) days notice. The meeting may be called by the President, President-Elect, Secretary or by three (3) or more members.

(c) **Quorum at Meetings of Members.** Twenty five percent (25%) or more of the members in good standing shall constitute a quorum for the transaction of business at any regular or special meeting of the members.

(d) **Presiding Officer — Meeting of Members.** The President shall act as chairman and shall preside at all meetings of the members. In his absence the President-elect shall preside. In the absence of both the President and the President-elect the Immediate Past President, Secretary, Treasurer or a director shall preside at the meeting.

7. Rules of Order. At all meetings of the members of this Corporation or any committee thereof, parliamentary procedure shall be in accordance with the latest edition of *Robert's Rules of Order* unless otherwise determined by the members or by the committees.

8. Board of Directors.

(a) **Members.** The Board of Directors shall be comprised of the President, Immediate Past President, President-Elect, Secretary, Treasurer and up to five additional members as authorized by the membership. All directors must be members in good standing of the Corporation. The officers elected by the Fayette County Bar Association to serve for 2006 term and the immediate past president (2005) shall become the officers and directors of the corporation for 2006. The vice president of the

Fayette County Bar Association elected for the 2006 term shall become the 2006 president-elect of the corporation.

- (b) **Terms of Office.** The directors shall be elected at the regular November meeting each year and shall begin their terms of office on January 1 of the next year. An individual director not serving as an officer may not serve more than two (2) consecutive terms. Nothing shall prohibit a person from serving as a director after a one year absence from such position. A Director shall be deemed to have abandoned his/her office after three (3) unexcused consecutive absences from scheduled meetings of the Board of Directors. Upon such, the Board of Directors may declare the position vacant and may fill such position as provided for herein.
- (c) **Vacancy.** If a director vacancy occurs the Nominating Committee shall recommend to the Board of Directors a person to fill the vacancy. Upon the approval of the Board of Directors, that person shall fill the unexpired term. Vacancies in the office of President, President-Elect, Secretary and Treasurer shall be filled in accordance with Article 12 of these Bylaws.
- (d) **Meetings.** The Board of Directors shall meet at least quarterly at such other time as may be called by the President, or by a majority of the directors, to conduct the business of the Corporation.
- (e) **Policy Guidance.** The Board of Directors shall provide policy guidance to the President, and general financial and budgetary management of the Corporation.
- (f) **Appointive Positions.** Appointive positions shall be filled annually through appointment by the President.

9. Standing Committees

- (a) **Appointment.** The members of each standing committee, except the Nominating Committee, shall be appointed by the President annually with the approval of the Board of Directors. Each committee shall consist of at least three (3) members. The committees shall be responsible to and report to the Board of Directors. Each committee shall prepare studies, recommend programs, identify problems and recommend corrective action.
- (b) **Terms.** All members of standing committees shall serve from the date of their election or appointment until the next membership meeting or until their successors are elected or appointed.

- (c) **Quorum.** A majority of the members of each standing committee shall constitute a quorum at committee meetings, and the act of a majority of a quorum present at a meeting shall constitute the act of the committee.
- (d) **Meetings and Notice.** Meetings of each standing committee shall be called on notice by its chairperson or by any two members of such committee.
- (e) **Standing Committees.** Standing committees shall include, but are not limited to, the following:

- (1) **Finance Committee.** The Finance Committee shall be responsible for preparing and submitting the proposed budget to the Board of Directors; determine sources of funding; recommend policies concerning improvement of the budget process, the control of the expenditures of the corporation's funds, the financing of the affairs of the corporation, the audit of its financial activities, and long and short range expense trends. The Finance Committee shall meet as frequently as required, but at least quarterly. The Treasurer shall be a member of the Finance Committee.

- (2) **Nominating Committee.** The Nominating Committee shall consist of the president-elect and two members appointed by the President at the September meeting. The president-elect shall be the chairperson. No member of the Nominating Committee shall serve two successive terms. The Committee shall nominate persons to serve as directors, officers and report their recommendations concerning vacancies to the membership. The Nominating Committee shall secure the consent of its nominees to serve if elected. Nominees for all positions shall be chosen from the membership.

10. Ad Hoc Committees. An Ad Hoc Committee may be appointed by the President as required. Upon completion of the specific action required of the committee, it shall stand dissolved.

11. Officers

- (a) **Officers Enumerated.** The officers of this Corporation shall be a President, a President-Elect, the Immediate Past President, a Secretary and a Treasurer. The offices of Secretary and Treasurer may be held by the same person. All officers must be members in good standing of the Corporation.

- (b) **Election.** The officers shall be elected at the regular November meeting each year and shall begin their terms of office on January 1 of the next year. Nominees for the various offices shall be selected by the nominating committee appointed for this purpose; however, nominations from the floor for officers may only be made for the positions of President-Elect, Secretary and Treasurer. The President, President-Elect and Immediate Past President, unless sooner removed shall serve one term and until their successors are elected and qualified. The term of each officer shall commence on January 1 of each year and shall terminate on December 31 of that year. However, each officer may serve until his or her successor is elected and qualified.
- (c) **Vacancies.** Except as provided for herein, all vacancies shall be filled by vote of the membership for the unexpired term.
- (d) **Vacancy in the Office of the President.** In the absence or inability of the President to discharge the duties of the office, such duties shall be performed by the President-Elect. If the President-Elect is unable to serve, the Board of Directors, at a called or regularly scheduled meeting, shall designate, by majority vote, the person to perform the duties of the President for the unexpired term of office. Notwithstanding any other provisions of these Bylaws the President-Elect, in the event of a vacancy in the office of the President, shall automatically assume the office of the President and shall be permitted to fill the unexpired term of the President and shall remain as President the following year. In the event that the President-Elect is required to fill the unexpired term of the President the office of President-Elect shall remain vacant.

12. Duties of Officers

- (a) **President.** The President shall be the chief executive officer of the Corporation and the chairperson of its Board of Directors and shall preside at all meetings. The President shall give direction to the organization and operation of the corporation. The President, subject to ratification by the Board of Directors, shall appoint the individuals to the positions provided for in the By-laws; appoint the members and, if appropriate, the chairperson of each committee, except the Nominating Committee; approve payment of funds in an emergency; and be an ex officio member of all committees except the Nominating Committee.
- (b) **President-Elect.** The President-Elect shall assume the duties of the president upon the absence or disability of the President or if the office is vacated; and serve in such other capacity as the President may direct.

The President-Elect, working closely with the President and Secretary shall keep the public informed of corporate activities; promote volunteerism; and, oversee publication of brochures, holiday cards, and other mailings.

- (c) **Immediate Past President.** The Immediate Past President shall provide advice and counsel to the President and President-Elect and shall preside in the absence of the President and the President-Elect..
- (d) **Secretary.** The Secretary shall keep a record of the members, including names, addresses and telephone numbers; record attendance at meetings; record the minutes of meetings of the membership and the Board of Directors; shall notify members of their appointment to committees; shall send out notices of meetings of the membership and Board of Directors; and shall provide copies of the minutes of such meetings to each member; and shall conduct such correspondence as the membership and the Board of Directors shall direct and be custodian of the Seal of the Corporation and Charter. The Secretary shall cause the bylaws, policies and procedures to be accessible on the Corporation's website. The Secretary shall, upon request, make copies of said documents available to any member.
- (e) **Treasurer.** The Treasurer shall have custody over all funds and shall deposit the funds in such depositories as are approved by the Board of Directors. The Treasurer shall disburse the funds in accordance with the budget approved by the Board of Directors or pursuant to special appropriations made by the Board of Directors. Each disbursement exceeding \$1,000.00 shall require the signature of the Treasurer and the President. The Treasurer shall prepare documents for audit to be performed following the close of the fiscal year. The Treasurer shall present a statement of financial accounts at each meeting of the members and the Board of Directors, and at such other times as the President or members may request. The Treasurer shall prepare and submit a copy of the quarterly report to the Directors. The annual financial report and audit report shall be in writing and copies shall be made available, upon request, to any member.

13. Dues, Fees and Assessments. The membership dues, fees and assessments shall be as determined by the members.

14. Rules and Regulations. The Board of Directors may adopt such reasonable rules and regulations as may be necessary and appropriate to carry on the business of the Corporation. Unless in conflict with these By-laws, all

meetings of the Corporation shall conform to the Roberts Rules of Order, Revised.

15. Limited Liability and Indemnification. The liability of a director of the corporation shall be limited to the full extent permitted by the Code, including, but not limited to, the following:

- (a) **Limitations.** The liability of a director of the Corporation to the corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director shall be limited to the full extent permitted by O.C.G.A. §14-3-202(b) or other applicable provision of the Code.
- (b) **Discharging of Duties.** In discharging their duties and in determining what is believed to be in the best interest of the Corporation, the directors of the corporation may consider all factors that such directors consider pertinent to the full extent permitted by O.C.G.A. §14-3-202(b) or other applicable provision of the Code.
- (c) **Indemnification and Expenses.** The Corporation shall indemnify a director made a party to a proceeding, and shall advance or reimburse expenses incurred in a proceeding, including a proceeding brought by or in the name of the Corporation, to the full extent permitted by O.C.G.A. §14-3-851 or other applicable provision of the Code.

16. Dissolution. In the event of dissolution, the corporation shall cause its residual assets to be turned over to the State Bar of Georgia or a Georgia affiliate of the State Bar of Georgia, which will be exempt as organizations described in Section 501(c)(3) and Section 1701(c)(2) or other applicable sections of any prior or future law, or to the federal, state, or local government for an exclusive public purpose.

17. Amendment of By-Laws

- (a) **Meeting.** The By-laws of this Corporation may only be restated, amended, added to or otherwise changed or modified by the members of the Corporation at the annual meeting of the members or at a special meeting called for that purpose.
- (b) **Quorum.** A two-thirds (2/3) majority vote of the members present at such meeting shall be sufficient to amend the By-laws, provided a quorum is present.
- (c) **Notice to Members.** It shall be the duty of the Secretary to provide notice to each member with a summary of the proposed change or

amendment to the By-laws. Said summary shall be provided at least ten (10) days prior to the meeting at which the proposed restatement, change or addition shall be voted upon. The proposed change or amendment shall be posted on the Corporation's website and shall be made available to a Member upon request. The providing of a copy of the proposed change or amendment to the Bylaws shall not preclude successful motions by the Members to change or modify the proposal.

(d) **Notice.** Unless otherwise provided for in these Bylaws, all notices or other communications required or permitted to be given hereunder shall be deemed given when delivered:

- (1) personally;
- (2) by facsimile transmission to a facsimile number on file with the Corporation;
- (3) to an email address on file with the Corporation;
- (4) by first class mail to the address listed on the records of the Corporation, or at such other address as a Member may designate to the Corporation in writing; or
- (5) by a courier service to the address listed on the records of the Corporation, or at such other address as a Member may designate to the Corporation in writing.

18. Effective Date. These By-laws are effective on January 1, 2006.

Secretary of State Control Number:	0584346
Date Articles Filed with Secretary of State:	December 29, 2005
Date Incorporated:	January 1, 2006
Organized Effective:	January 1, 2006
Bylaws adopted Effective:	January 1, 2006
Membership Ratification Resolution:	February 2, 2006